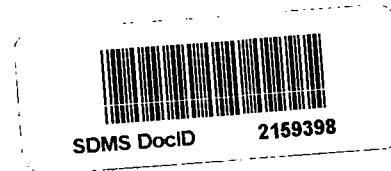


ORIGINAL



DAVID J. OWENS  
ASSOCIATE GENERAL COUNSEL



September 3, 2009

68th Street Sites Coalition  
Pepe & Hazard LLP  
One Financial Center, 15th Floor  
Boston, MA 02110

via CMRRR # 7001 2510 9027 2687

Re: 68th Street Landfill, Rosedale, Maryland

Dear Ms. Mignone and Mr. Doliner:

In response to your August 10, 2009 letter ("August 10 Letter"), Anadarko Petroleum Corporation ("Anadarko") writes to explain why Anadarko and its subsidiary, Kerr-McGee Corporation are not liable or otherwise responsible for any activities at the 68th Street Landfill Site located near Rosedale in Baltimore County, Maryland (the "68th Street Site"). We refer to the Anadarko subsidiary currently known as "Kerr-McGee Corporation," an entity which was not formed until 2001, as "New Kerr-McGee" to avoid confusion with another separate and legally distinct corporation that operated under the "Kerr-McGee Corporation" name prior to August 1, 2001.

First, neither Anadarko nor New Kerr-McGee ever owned or operated the 68th Street Site. Neither Anadarko nor New Kerr-McGee ever transported any hazardous substances to or arranged for the disposal of any hazardous substances at the 68th Street Site. Further, neither Anadarko nor New Kerr-McGee is a corporate successor to any entity that is alleged to be an owner, operator, transporter or arranger with respect to the 68th Street Site, including, without limitation, Kerr-McGee Chemical Corp. or The Baugh Chemical Company. As such, neither Anadarko nor New Kerr-McGee is an appropriate party to either respond to notices regarding the 68th Street Site or to accept your invitation to join the 68th Street Sites Coalition (the "Coalition").

The refuse disposal receipts accompanying your August 10 Letter indicate that a corporation named "Baugh Chemical Co." purportedly disposed of or arranged for the disposal of commercial refuse at the 68th Street Site in the 1960s. These receipts do not indicate what specific items may have been included in the refuse that purportedly was disposed of, and do not indicate that any such items would even be considered hazardous substances under applicable environmental laws. The August 10 Letter was also accompanied by a document that appears to be an accounts receivable ledger containing a reference to "Kerr-McGee Chemical" and "Kerr-McGee Chemical Cor" [sic] but, like the disposal receipts, contained no explanation as to what the listed charges may relate. Anadarko and New Kerr-McGee do not possess any detailed information regarding any connection either The Baugh Chemical

Company or Kerr-McGee Chemical Corp. may have to the 68th Street Site, and as noted the documents accompanying the August 10 Letter do not appear to provide any relevant detail as to these entities or their respective activities.

Anadarko and New Kerr-McGee understand that in or around 1963 The Baugh Chemical Company was acquired by, and became a subsidiary of, Kerr-McGee Oil Industries, Inc., which later changed its name to "Kerr-McGee Corporation" in 1965. We refer to this entity as "Old Kerr-McGee" to avoid confusion with New Kerr-McGee, a separate and legally distinct entity that, as noted above, was not formed until 2001 and therefore did not exist during the period from the mid-1940's through the early 1970's (the time period we understand the 68th Street Site was in operation). In 1965, The Baugh Chemical Company changed its name to "Kerr-McGee Chemical Corp." and remained a wholly-owned subsidiary of Old Kerr-McGee. Kerr-McGee Chemical Corp. was later merged with another subsidiary of Old Kerr-McGee and its business continued under the same name until changed in April 1974 to "Kerr-McGee Chemical Corporation." During this period, Kerr-McGee Chemical Corp. (and its successors) remained subsidiaries of, and separate and distinct legal entities from Old Kerr-McGee.

In or around 1977, Kerr-McGee Chemical Corporation (f/k/a Kerr-McGee Chemical Corp., f/k/a The Baugh Chemical Company) appears to have sold its agricultural chemicals division to Agrico Chemical Company. To our knowledge, based on Old Kerr-McGee's 1977 Annual Report, this sale included the agricultural chemical businesses of The Baugh Chemical Company.

In 2001, over two decades after the sale of Kerr-McGee Chemical Corporation's agricultural chemicals division and approximately 30 years after the 68th Street Site ceased operations, New Kerr-McGee was formed in connection with Old Kerr-McGee's acquisition of an oil and gas company. New Kerr-McGee was incorporated as the new parent of Old Kerr-McGee for purposes of this transaction. The holding company transaction structure had no effect on Old Kerr-McGee's ownership of Kerr-McGee Chemical Corporation. Before, during and after the acquisition, New Kerr-McGee and Old Kerr-McGee remained separate and distinct legal entities from each other and from Kerr-McGee Chemical Corporation.

In 2005, Tronox Incorporated was formed to serve as a holding company for Kerr-McGee's legacy chemical businesses, including Old Kerr-McGee (n/k/a Tronox Worldwide LLC) and Kerr-McGee Chemical LLC (n/k/a Tronox LLC, the successor by merger to Kerr-McGee Chemical Corporation, f/k/a Kerr-McGee Chemical Corp., f/k/a The Baugh Chemical Company). On November 28, 2005, Tronox Incorporated completed an initial public offering of its stock. As a result, Tronox Incorporated became a separate, publicly traded company whose subsidiaries included Old Kerr-McGee (n/k/a Tronox Worldwide LLC) and Kerr-McGee Chemical LLC (n/k/a Tronox LLC, successor by merger to Kerr-McGee Chemical Corporation, f/k/a Kerr-McGee Chemical Corp., f/k/a The Baugh Chemical Company). Any legacy liabilities or obligations of Old Kerr-McGee, Kerr-McGee Chemical

Corp. or its predecessors or successors related to the 68th Street Site, therefore reside with Tronox Incorporated.

In August 2006, long after Tronox Incorporated became an independent, publicly traded company, Anadarko acquired New Kerr-McGee. Anadarko's acquisition of New Kerr-McGee therefore occurred nearly thirty years after Kerr-McGee Chemical Corporation sold its agricultural chemicals division, including to our knowledge the operations of The Baugh Chemical Company, approximately 30 years after the 68th Street Site ceased operation and long after Tronox Incorporated became an independent, publicly traded company. New Kerr-McGee, which as noted above did not even exist until 2001 and therefore could not possibly have transported or arranged for the disposal of any hazardous substances while the 68th Street Site was in operation, was and remains a separate and distinct legal entity from Tronox Incorporated and its subsidiaries, including Tronox Worldwide LLC (the ultimate successor to Old Kerr-McGee) and Tronox LLC (the ultimate successor to Kerr-McGee Chemical Corp. and The Baugh Chemical Company).

Therefore, (i) Anadarko had no relation to any "Kerr-McGee" entity prior to August 2006, and (ii) the only "Kerr-McGee" entities that Anadarko acquired had no connection with any waste disposal activities at the 68th Street Site. Further, any former direct parents of the Baugh Chemical Company (the entity you appear to contend is connected to some waste disposal activities at the 68th Street Site) are now subsidiaries of Tronox, Incorporated, were unrelated to New Kerr-McGee or its subsidiaries, and were not acquired or owned by Anadarko.

We trust this letter demonstrates that neither Anadarko nor New Kerr-McGee have any connection to or responsibility for any waste disposal activities at the 68th Street Site. We also believe the foregoing clearly establishes that neither Anadarko nor New Kerr-McGee are legal successors or otherwise responsible for any activities of Old Kerr-McGee, Kerr-McGee Chemical Corp. or The Baugh Chemical Company. Further, to Anadarko's knowledge, neither Anadarko nor New Kerr-McGee possess any relevant documents related to the 68th Street Site or any waste disposal activities at the 68th Street Site. As a result, Anadarko and New Kerr-McGee disclaim any liability or responsibility for alleged contamination at the 68th Street Site and must respectfully decline your invitation to join the Coalition. If you have additional questions about any of the matters described above, please let me know.

Sincerely,



David J. Owens